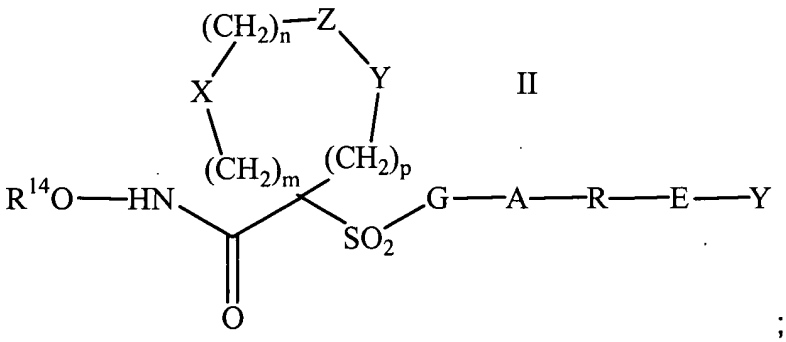
inhibiting the activity of one or more of MMP-2, MMP-9, and MMP-13, while exhibiting substantially less inhibitory activity against MMP-1;

the compound corresponds in structure to formula II:



;

R^{14} is hydrido, a pharmaceutically acceptable cation, or $C(W)R^{15}$;

W is O or S;

R^{15} is selected from the group consisting of C_1-C_6-alkyl, aryl, C_1-C_6-alkoxy, heteroaryl-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, aryloxy, ar-C_1-C_6-alkoxy, ar-C_1-C_6-alkyl, heteroaryl, and amino-C_1-C_6-alkyl, wherein the aminoalkyl nitrogen optionally is substituted with:

β4

up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, aryl, ar-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, ar-C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxycarbonyl, and C_1-C_6-alkanoyl, or

two substituents such that the two substituents, together with the amino-C_1-C_6-alkyl nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring;

m is zero, 1, or 2;

n is zero, 1, or 2;

p is zero, 1, or 2;

the sum of m + n + p = 2;

one of X, Y, and Z is O, and the remaining two of X, Y, and Z are CR^8R^9 and $CR^{10}R^{11}$;

as to R^8:

R^8 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-

alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^8 and R^9, together with the carbon to which they are bonded, form a carbonyl group, or

B4

R^8 and R^9 or R^8 and R^{10}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^9:

R^9 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any

said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^9 and R^8, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{10}:

R^{10} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

B4

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{10} and R^{11}, together with the carbon to which they are bonded, form a carbonyl group, or

R^{10} and R^8 or R^{10} and R^{11}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or

heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{11}:

R^{11} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{11} and R^{10}, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

only one of R^8 and R^9 or R^{10} and R^{11} is hydroxy;

-G-A-R-E-Y is a substituent that:

has a length greater than that of a pentyl group and less than that of an icosyl group, and

comprises at least two ring structures;

G is aryl or heteroaryl;

A is selected from the group consisting of:

(1) –O-,

(2) -S-,

(3) $-NR^{17}-$,

(4) $-CO-N(R^{17})$,

(5) $-N(R^{17})-CO-$,

(6) -CO-O-,

(7) -O-CO-,

(8) -O-CO-O-,

(9) -HC=CH-,

(10) -NH-CO-NH-,

(11) -C≡C-,

(12) -NH-CO-O-,

(13) -O-CO-NH-,

(14) -N=N-,

(15) -NH-NH-,

β4

(16) $-CS-N(R^{18})-$,

(17) $-N(R^{18})-CS-$,

(18) a bond;

R^{17} is selected from the group consisting of hydrogen, C_1-C_4-alkyl, and phenyl;

R^{18} is selected from the group consisting of hydrogen, C_1-C_4-alkyl, and phenyl;

R is selected from the group consisting of alkyl, alkoxyalkyl, aryl, heteroaryl, cycloalkyl, heterocyclo, aralkyl, heteroaralkyl, heterocycloalkyl, cycloalkylalkyl, cycloalkyloxyalkyl, heterocycloalkoxyalkyl, aryloxyalkyl, heteroaryloxyalkyl, arylthioalkyl, heteroarylthioalkyl, cycloalkylthioalkyl, and heterocyclothioalkyl, wherein:

the aryl, heteroaryl, cycloalkyl, or heterocyclo optionally is substituted with up to two substituents independently selected from the group consisting of halo, alkyl, perfluoroalkyl, perfluoroalkoxy, perfluoroalkylthio, trifluoromethylalkyl, amino, alkoxycarbonylalkyl, alkoxy, C_1-C_2-alkylene-dioxy, hydroxycarbonylalkyl, hydroxycarbonylalkylamino, nitro, hydroxy, hydroxyalkyl, alkanoylamino, and alkoxycarbonyl;

E is selected from the group consisting of:

(1) $-CO(R^{19})-$,

(2) $-(R^{19})CO-$,

(3) –CONH-,

(4) -HNCO-,

(5) -CO-,

(6) $-SO_2-R^{19}-$,

(7) $-R^{19}-SO_2-$,

(8) $-SO_2-$,

(9) $-NH-SO_2-$,

(10) $-SO_2-NH-$, and

(11) a bond;

B4

R^{19} is selected from the group consisting of heterocyclo and cycloalkyl; and

Y is selected from the group consisting of hydrido, alkyl, alkoxy, haloalkyl, aryl, aralkyl, cycloalkyl, heteroaryl, hydroxy, aryloxy, aralkoxy, heteroaryloxy, heteroaralkyl, perfluoroalkoxy, perfluoroalkylthio, trifluoromethylalkyl, alkenyl, heterocyclo, cycloalkyl, trifluoromethyl, alkoxycarbonyl, and aminoalkyl, wherein:

the aryl, heteroaryl, or heterocyclo optionally is substituted with up to two substituents independently selected from the group consisting of alkanoyl, halo, nitro, aralkyl, aryl, alkoxy, and amino, wherein:

the amino nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of hydrido, alkyl, and aralkyl.

8. **(amended once)** The process according to claim 7, wherein -G-A-R-E-Y comprises two to four ring structures independently selected from the group consisting of cycloalkyl, aryl, heterocyclo, and heteroaryl.

B5

9. **(amended once)** The process according to claim 8, wherein each of the two to four ring structures is 6-membered.

B5

10. **(amended once)** The process according to claim 7, wherein -G-A-R-E-Y has a length that is greater than that of a hexyl group and less than that of a stearyl group.

B6

12. **(amended once)** The process according to claim 7, wherein R is aryl, heteroaryl, cycloalkyl, or heterocyclo.

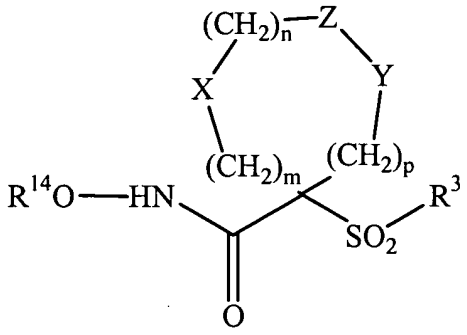
14. **(amended once)** The process according to claim 7, wherein Y is selected from the group consisting of hydrido, alkyl, alkoxy, perfluoroalkoxy, and perfluoroalkylthio.

B7

15. **(amended once)** A process for treating a host mammal having angiogenesis, wherein:

the process comprises administering a compound or a pharmaceutically acceptable salt thereof in an effective amount to a mammalian host having angiogenesis, the compound or salt inhibiting the activity of one or more of MMP-2, MMP-9, and MMP-13, while exhibiting substantially less inhibitory activity against MMP-1;

the compound corresponds in structure to formula III:



III

;

R^3 is an aryl or heteroaryl group that is 5- or 6-membered and substituted at its own 4-position when a 6-membered ring or at its own 3- or 4-position when a 5-membered ring with a substituent selected from the group consisting of thiophenoxy, 4-chloro-phenoxy, 3-chlorophenoxy, 4-methoxyphenoxy, 3-benzodioxol-5-yloxy, 3,4-dimethylphenoxy, 4-fluorophenoxy, 4-fluorothiophenoxy, phenoxy, 4-trifluoromethoxyphenoxy, 4-trifluoromethylphenoxy, 4-(trifluoromethylthio)phenoxy, 4-(trifluoromethylthio)thiophenoxy, 4-chloro-3-fluorophenoxy, 4-isopropoxyphenoxy, 4-isopropylphenoxy, (2-methyl-1,3-

benzothiazol-5-yl)oxy, 4-(1H-imidazol-1-yl)phenoxy, 4-chloro-3-methylphenoxy, 3-methylphenoxy, 4-ethoxyphenoxy, 3,4-difluorophenoxy, 4-chloro-3-methylphenoxy, 4-fluoro-3-chlorophenoxy, 4-(1H-1,2,4-triazol-1-yl)phenoxy, 3,5-difluorophenoxy, 3,4-dichlorophenoxy, 4-cyclopentylphenoxy, 4-bromo-3-methylphenoxy, 4-bromophenoxy, 4-methylthiophenoxy, 4-phenylphenoxy, 4-benzylphenoxy, 6-quinolinyloxy, 4-amino-3-methylphenoxy, 3-methoxyphenoxy, 5,6,7,8-tetrahydro-2-naphthalenyloxy, 3-hydroxymethylphenoxy, and 4-benzyloxyphenoxy;

R^{14} is hydrido, a pharmaceutically acceptable cation, or $C(W)R^{15}$;

W is O or S;

R^{15} is selected from the group consisting of C_1-C_6-alkyl, aryl, C_1-C_6-alkoxy, heteroaryl-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, aryloxy, ar-C_1-C_6-alkoxy, ar-C_1-C_6-alkyl, heteroaryl, and amino-C_1-C_6-alkyl, wherein the amino-C_1-C_6-alkyl nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, aryl, ar-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, ar-C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxycarbonyl, and C_1-C_6-alkanoyl, or

two substituents such that the two substituents, together with the amino-C_1-C_6-alkyl nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring;

m is zero, 1, or 2;

n is zero, 1, or 2;

p is zero, 1, or 2;

the sum of m + n + p = 2;

one of X, Y, and Z is O, and the remaining two of X, Y, and Z are CR^8R^9 and $CR^{10}R^{11}$;

as to R^8:

R^8 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-

C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^8 and R^9, together with the carbon to which they are bonded, form a carbonyl group, or

b7

R^8 and R^9 or R^8 and R^{10}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^9:

R^9 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^9 and R^8, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{10}:

R^{10} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{10} and R^{11}, together with the carbon to which they are bonded, form a carbonyl group, or

R^{10} and R^8 or R^{10} and R^{11}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{11}:

R^{11} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

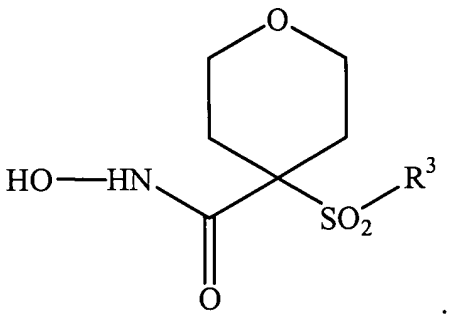
β7

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{11} and R^{10}, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur; and

only one of R^8 and R^9 or R^{10} and R^{11} is hydroxy.

16. **(amended once)** The process according to claim 15, wherein the compound corresponds in structure to the following formula:

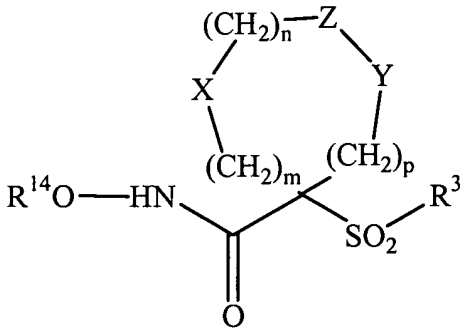


Please cancel claims 17-19 without prejudice to their patentability.

20. **(amended once)** A process for treating a host mammal having angiogenesis, wherein:

the process comprises administering a compound or a pharmaceutically acceptable salt thereof in an effective amount to a mammalian host having angiogenesis, the compound or salt inhibiting the activity of one or more of MMP-2, MMP-9, and MMP-13, while exhibiting substantially less inhibitory activity against MMP-1;

the compound corresponds in structure to formula III:



III

;

R^{14} is hydrido, a pharmaceutically acceptable cation, or $C(W)R^{15}$;

W is O or S;

R^{15} is selected from the group consisting of C_1-C_6-alkyl, aryl, C_1-C_6-alkoxy, heteroaryl-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, aryloxy, ar-C_1-C_6-alkoxy, ar-C_1-C_6-alkyl, heteroaryl, and amino-C_1-C_6-alkyl, wherein the amino-C_1-C_6-alkyl nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, aryl, ar-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, ar-C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxycarbonyl, and C_1-C_6-alkanoyl, or

two substituents such that the two substituents, together with the amino-C_1-C_6-alkyl nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring;

m is zero, 1, or 2;

n is zero, 1, or 2;

p is zero, 1, or 2;

the sum of m + n + p is 2;

one of X, Y, and Z is O, and the remaining two of X, Y, and Z are CR^8R^9 and $CR^{10}R^{11}$;

as to R^8:

R^8 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

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the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^8 and R^9, together with the carbon to which they are bonded, form a carbonyl group, or

R^8 and R^9 or R^8 and R^{10}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^9:

R^9 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl,

cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

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R^9 and R^8, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{10}:

R^{10} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{10} and R^{11}, together with the carbon to which they are bonded, form a carbonyl group, or

R^{10} and R^8 or R^{10} and R^{11}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{11}:

R^{11} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

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the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{11} and R^{10}, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

only one of R^8 and R^9 or R^{10} and R^{11} is hydroxy; and

R^3 is substituted aryl or substituted heteroaryl, wherein:

the substituent on the aryl or heteroaryl is selected from the group consisting of optionally substituted cycloalkyl, heterocyclo, aryl, heteroaryl, aralkyl, heteroaralkyl, aralkoxy, heteroaralkoxy, aralkoxyalkyl, aryloxyalkyl, aralkanoylalkyl, arylcarbonylalkyl, aralkylaryl, aryloxyalkylaryl, aralkoxyaryl, arylazoaryl, arylhydrazinoaryl, alkylthioaryl, arylthioalkyl, alkylthioaralkyl, aralkylthioalkyl, aralkylthioaryl, a sulfoxide of any of the thio substituents, a sulfone of any of the thio substituents, and a fused ring structure comprising at least two 5- to 6-membered rings independently selected from the group consisting of aryl, heteroaryl, cycloalkyl, and heterocyclo, wherein:

each optional substituent of any such group is independently selected from the group consisting of cyano, perfluoroalkyl, trifluoromethoxy, trifluoromethylthio, haloalkyl, trifluoromethylalkyl, aralkoxycarbonyl, aryloxycarbonyl, hydroxy, halo, alkyl, alkoxy, nitro, thiol, hydroxycarbonyl, aryloxy, arylthio, aralkyl, aryl, arylcarbonylamino, heteroaryloxy, heteroarylthio, heteroaralkyl, cycloalkyl, heterocyclooxy, heterocyclothio, heterocycloamino, cycloalkyloxy, cycloalkylthio, heteroaralkoxy, heteroaralkylthio, aralkoxy, aralkylthio, aralkylamino, heterocyclo, heteroaryl, arylazo, hydroxycarbonylalkoxy, alkoxycarbonylalkoxy, alkanoyl, arylcarbonyl, aralkanoyl, alkanoyloxy, aralkanoyloxy, hydroxyalkyl, hydroxyalkoxy, alkylthio, alkoxyalkylthio, alkoxycarbonyl, aryloxyalkoxyaryl, arylthioalkylthioaryl, aryloxyalkylthioaryl, arylthioalkoxyaryl, hydroxycarbonylalkoxy, hydroxycarbonylalkylthio, alkoxycarbonylalkoxy, alkoxycarbonylalkylthio, amino, carbonylamino, and aminoalkyl, wherein:

the amino nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of alkyl, aryl, heteroaryl, aralkyl, cycloalkyl, aralkoxycarbonyl, alkoxycarbonyl, arylcarbonyl, aralkanoyl, heteroarylcarbonyl, heteroaralkanoyl, and alkanoyl, or

two substituents such that the two substituents, together with the amino nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring that optionally:

comprises up to two additional heteroatoms independently selected from the group consisting of nitrogen, oxygen and sulfur, and

is substituted with up to two substituents independently selected from the group consisting of aryl, alkyl, heteroaryl, aralkyl, heteroaralkyl, hydroxy, alkoxy, alkanoyl, cycloalkyl, heterocyclo, alkoxycarbonyl, hydroxyalkyl, trifluoromethyl, benzofused heterocyclo, hydroxyalkoxyalkyl, aralkoxycarbonyl, hydroxycarbonyl, aryloxycarbonyl, benzofused heterocycloalkoxy, benzofused cycloalkylcarbonyl, heterocyclo-alkylcarbonyl, and cycloalkylcarbonyl,

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the carbonylamino nitrogen optionally is:

the reacted amine of an amino acid,

substituted with up to two substituents independently selected from the group consisting of alkyl, hydroxyalkyl, hydroxyheteroaralkyl, cycloalkyl, aralkyl, trifluoromethylalkyl, heterocyclo, benzofused heterocyclo, benzofused cycloalkyl, and N,N-dialkylsubstituted alkylamino-alkyl, or

substituted with two substituents such that the two substituents, together with the carbonylamino nitrogen, form a 5- to 8-membered heterocyclo, heteroaryl, or benzofused heterocyclo, wherein:

the heterocyclo, heteroaryl, or benzofused heterocyclo optionally is substituted with up to two substituents independently selected from the group consisting of alkyl, alkoxycarbonyl, nitro, heterocyclo, hydroxy, hydroxycarbonyl, aryl, aralkyl, heteroaralkyl, and

amino, wherein the amino nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of alkyl, aryl, and heteroaryl, or

two substituents such that the two substituents, together with the amino nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring;

the aminoalkyl nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of alkyl, aryl, aralkyl, cycloalkyl, aralkoxycarbonyl, alkoxycarbonyl, and alkanoyl, or

two substituents such that the two substituents, together with the aminoalkyl nitrogen, form a 5- to 8 membered heterocyclo or heteroaryl ring.

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21. **(amended once)** The process according to claim 20, wherein R^3 is a 5- or 6-membered aryl or 5- or 6-membered heteroaryl group, wherein:

the aryl or heteroaryl is substituted at its own 4-position when a 6-membered ring or at its own 3- or 4-position when a 5-membered ring with a substituent selected from the group consisting of single-ringed aryl, single-ringed heteroaryl, N-piperidyl, N-piperazinyl, phenoxy, thiophenoxy, 4-thiopyridyl, phenylazo, and benzamido.

22. **(amended once)** The process according to claim 20, wherein R^3 has a length that is greater than that of a pentyl group and less than that of an icosyl group.

Please cancel claims 23-25 without prejudice to their patentability.

---

26. **(amended once)** The process according to claim 20, wherein R^3 comprises two to four ring structures independently selected from the group consisting of cycloalkyl, aryl, heterocyclo, and heteroaryl.

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27. **(amended once)** The process according to claim 26, wherein each of the two to four ring structures is 6-membered.

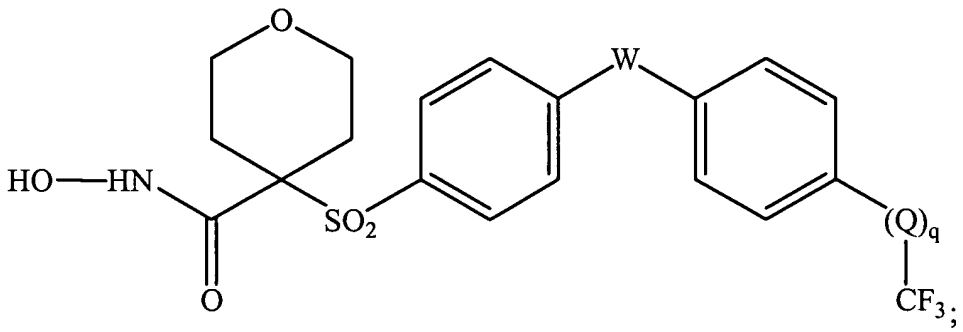
28. **(amended once)** The process according to claim 20, wherein R^3 has a length that is greater than that of an octyl group and less than that of a stearyl group.

Please cancel claims 29-33 without prejudice to their patentability.

35. **(amended once)** A process for treating a host mammal having angiogenesis, wherein:

the process comprises administering a compound or a pharmaceutically acceptable salt thereof in an effective amount to a mammalian host having angiogenesis, the compound or salt inhibiting the activity of one or more of MMP-2, MMP-9, and MMP-13, while exhibiting substantially less inhibitory activity against MMP-1;

the compound corresponds in structure to the formula below:

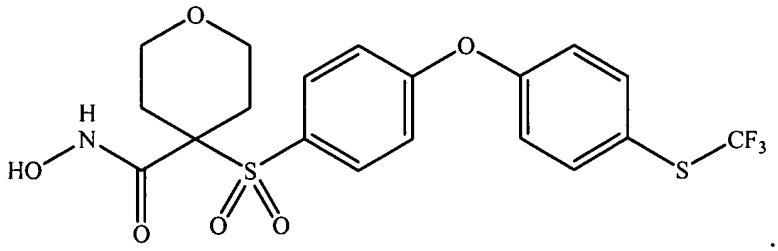


W and Q are independently oxygen (O), NR^6, or sulfur (S);

R^6 is selected from the group consisting of C_3-C_6-cycloalkyl, C_1-C_6-alkyl, C_3-C_6-alkenyl, C_3-C_6-alkynyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, amino-C_1-C_6-alkyl, aminosulfonyl, heteroaryl-C_1-C_6-alkyl, aryloxycarbonyl, and C_1-C_6-alkoxycarbonyl; and

q is zero or one such that when q is zero, Q is absent and the trifluoromethyl group is bonded directly to the depicted phenyl ring.

41. **(amended once)** The process according to claim 35, wherein the compound corresponds in structure to the following formula:



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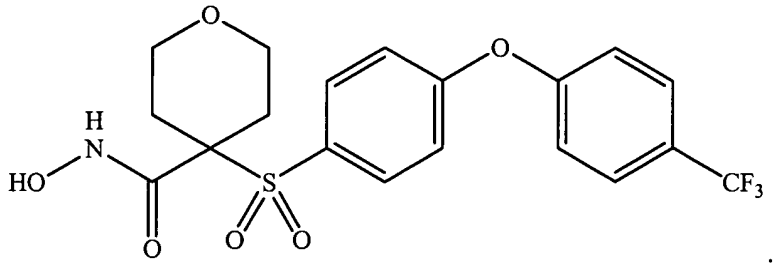
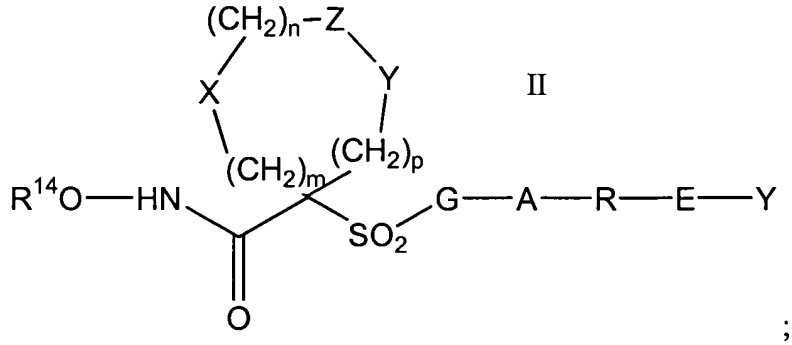
42. **(amended once)** The process according to claim 35, wherein the compound corresponds in structure to the following formula:



52. **(amended once)** A compound or a salt thereof, wherein:

the compound corresponds in structure to formula II:



II

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;

R^{14} is hydrido, a pharmaceutically acceptable cation, or $C(W)R^{15}$;

W is O or S;

R^{15} is selected from the group consisting of C_1-C_6-alkyl, aryl, C_1-C_6-alkoxy, heteroaryl-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, aryloxy, ar-C_1-C_6-alkoxy, ar-C_1-C_6-

alkyl, heteroaryl, and amino-C_1-C_6-alkyl, wherein the aminoalkyl nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, aryl, ar-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, ar-C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxycarbonyl, and C_1-C_6-alkanoyl, or

two substituents such that the two substituents, together with the amino-C_1-C_6-alkyl nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring;

m is zero, 1, or 2;

n is zero, 1, or 2;

p is zero, 1, or 2;

the sum of m + n + p = 2;

one of X, Y, and Z is O, and the remaining two of X, Y, and Z are CR^8R^9 and $CR^{10}R^{11}$;

as to R^8:

R^8 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^8 and R^9, together with the carbon to which they are bonded, form a carbonyl group, or

R^8 and R^9 or R^8 and R^{10}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^9:

R^9 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

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the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^9 and R^8, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{10}:

R^{10} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-

alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{10} and R^{11}, together with the carbon to which they are bonded, form a carbonyl group, or

R^{10} and R^8 or R^{10} and R^{11}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{11}:

R^{11} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any

said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{11} and R^{10}, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

only one of R^8 and R^9 or R^{10} and R^{11} is hydroxy;

-G-A-R-E-Y is a substituent that:

has a length greater than that of a pentyl group and less than that of an icosyl group, and

comprises at least two ring structures;

G is aryl or heteroaryl;

A is selected from the group consisting of:

(1) –O-,

(2) -S-,

(3) -NR^{17}-,

(4) -CO-N(R^{17}),

(5) -N(R^{17})-CO-,

(6) -CO-O-,

(7) -O-CO-,

(8) -O-CO-O-,

(9) -HC=CH-,

(10) -NH-CO-NH-,

(11) -C≡C-,

(12) -NH-CO-O-,

(13) -O-CO-NH-,

(14) -N=N-,

(15) -NH-NH-,

(16) -CS-N(R^{18})-,

(17) -N(R^{18})-CS-,

(18) a bond;

R^{17} is selected from the group consisting of hydrogen, C_1-C_4-alkyl, and phenyl;

R^{18} is selected from the group consisting of hydrogen, C_1-C_4-alkyl, and phenyl;

R is selected from the group consisting of alkyl, alkoxyalkyl, aryl, heteroaryl, cycloalkyl, heterocyclo, aralkyl, heteroaralkyl, heterocycloalkyl, cycloalkylalkyl, cycloalkyloxyalkyl, heterocycloalkoxyalkyl, aryloxyalkyl, heteroaryloxyalkyl, arylthioalkyl, heteroarylthioalkyl, cycloalkylthioalkyl, and heterocyclothioalkyl, wherein:

13 13

the aryl, heteroaryl, cycloalkyl, or heterocyclo optionally is substituted with up to two substituents independently selected from the group consisting of halo, alkyl, perfluoroalkyl, perfluoroalkoxy, perfluoroalkylthio, trifluoromethylalkyl, amino, alkoxycarbonylalkyl, alkoxy, C_1-C_2-alkylene-dioxy, hydroxycarbonylalkyl, hydroxycarbonylalkylamino, nitro, hydroxy, hydroxyalkyl, alkanoylamino, and alkoxycarbonyl;

E is selected from the group consisting of:

(1) –CO(R^{19})-,

(2) -(R^{19})CO-,

(3) –CONH-,

(4) -HNCO-,

(5) -CO-,

(6) -SO_2-R^{19}-,

(7) -R^{19}-SO_2-,

(8) -SO_2-,

(9) -NH-SO_2-,

(10) -SO_2-NH-, and

(11) a bond;

R^{19} is selected from the group consisting of heterocyclo and cycloalkyl; and

Y is selected from the group consisting of hydrido, alkyl, alkoxy, haloalkyl, aryl, aralkyl, cycloalkyl, heteroaryl, hydroxy, aryloxy, aralkoxy, heteroaryloxy, heteroaralkyl, perfluoroalkoxy, perfluoroalkylthio, trifluoromethylalkyl, alkenyl, heterocyclo, cycloalkyl, trifluoromethyl, alkoxycarbonyl, and aminoalkyl, wherein:

the aryl, heteroaryl, or heterocyclo optionally is substituted with up to two substituents independently selected from the group consisting of alkanoyl, halo, nitro, aralkyl, aryl, alkoxy, and amino, wherein:

the amino nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of hydrido, alkyl, and aralkyl.

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53. **(amended once)** The compound or salt according to claim 52, wherein -G-A-R-E-Y comprises two to four ring structures independently selected from the group consisting of cycloalkyl, aryl, heterocyclo, and heteroaryl.

54. **(amended once)** The compound or salt according to claim 52, wherein each of the two to four ring structures is 6-membered.

55. **(amended once)** The compound or salt according to claim 52, wherein -G-A-R-E-Y has a length that is greater than that of a hexyl group and less than that of a stearyl group.

57. **(amended once)** The compound or salt according to claim 52, wherein R is aryl, heteroaryl, cycloalkyl, or heterocyclo.

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58. **(amended once)** The compound or salt according to claim 52, wherein E is absent.

59. **(amended once)** The compound or salt according to claim 52, wherein Y is selected from the group consisting of hydrido, alkyl, alkoxy, perfluoroalkoxy, and perfluoroalkylthio.

60. **(amended once)** The compound or salt according to claim 52, wherein R^{14} is hydrido.

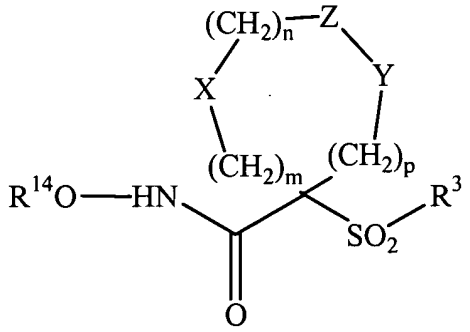
61. **(amended once)** The compound or salt according to claim 52, wherein:

W is O; and

R^{15} is C_1-C_6-alkyl, aryl, C_1-C_6-alkoxy, heteroaryl-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, or aryloxy.

62. **(amended once)** A compound or a salt thereof, wherein:

the compound corresponds in structure to formula III:



III

R^3 is a single-ringed aryl or heteroaryl group that is 5- or 6-membered, and is itself substituted at its own 4-position when a 6-membered ring or at its own 3- or 4-position when a 5-membered ring with a substituent selected from the group consisting of thiophenoxy, 4-chlorophenoxy, 3-chlorophenoxy, 4-methoxyphenoxy, 3-benzodioxol-5-yloxy, 3,4-dimethylphenoxy, 4-fluorophenoxy, 4-fluorothiophenoxy, phenoxy, 4-trifluoromethoxyphenoxy, 4-trifluoromethylphenoxy, 4-(trifluoromethylthio)phenoxy, 4-(trifluoromethylthio)thiophenoxy, 4-chloro-3-fluorophenoxy, 4-isopropoxyphenoxy, 4-isopropylphenoxy, (2-methyl-1,3-benzothiazol-5-yl)oxy, 4-(1H-imidazol-1-yl)phenoxy, 4-chloro-3-methylphenoxy, 3-methylphenoxy, 4-ethoxyphenoxy, 3,4-difluorophenoxy, 4-chloro-3-methylphenoxy, 4-fluoro-3-chlorophenoxy, 4-(1H-1,2,4-triazol-1-yl)phenoxy, 3,5-difluorophenoxy, 3,4-dichlorophenoxy, 4-cyclopentylphenoxy, 4-bromo-3-methylphenoxy, 4-bromophenoxy, 4-methylthiophenoxy, 4-phenylphenoxy, 4-benzylphenoxy, 6-quinolinyloxy, 4-amino-3-methylphenoxy, 3-methoxyphenoxy, 5,6,7,8-tetrahydro-2-naphthalenyloxy, 3-hydroxymethylphenoxy, and 4-benzyloxyphenoxy;

R^{14} is hydrido, a pharmaceutically acceptable cation, or $C(W)R^{15}$;

W is O or S;

R^{15} is selected from the group consisting of C_1-C_6-alkyl, aryl, C_1-C_6-alkoxy, heteroaryl-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, aryloxy, ar-C_1-C_6-alkoxy, ar-C_1-C_6-alkyl, heteroaryl, and amino-C_1-C_6-alkyl, wherein the amino-C_1-C_6-alkyl nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, aryl, ar-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, ar-C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxycarbonyl, and C_1-C_6-alkanoyl, or

two substituents such that the two substituents, together with the amino-C_1-C_6-alkyl nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring;

m is zero, 1, or 2;

n is zero, 1, or 2;

p is zero, 1, or 2;

the sum of m + n + p = 2;

one of X, Y, and Z is O, and the remaining two of X, Y, and Z are CR^8R^9 and $CR^{10}R^{11}$;

as to R^8:

R^8 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^8 and R^9, together with the carbon to which they are bonded, form a carbonyl group, or

R^8 and R^9 or R^8 and R^{10}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^9:

R^9 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^9 and R^8, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{10}:

R^{10} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

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R^{10} and R^{11}, together with the carbon to which they are bonded, form a carbonyl group, or

R^{10} and R^8 or R^{10} and R^{11}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{11}:

R^{11} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-

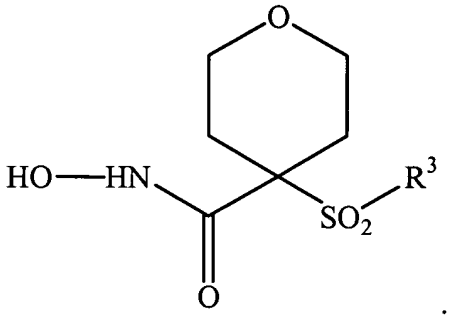
alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{11} and R^{10}, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur; and

only one of R^8 and R^9 or R^{10} and R^{11} is hydroxy.

63. **(amended once)** The compound or salt according to claim 62, wherein the compound corresponds in structure to the following formula:



64. **(amended once)** The compound or salt according to claim 63, wherein the salt is a pharmaceutically acceptable salt.

65. **(amended once)** The compound or salt according to claim 62, wherein the salt is a pharmaceutically acceptable salt.

67. **(amended once)** The compound or salt according to claim 62, wherein R^{14} is hydrido.

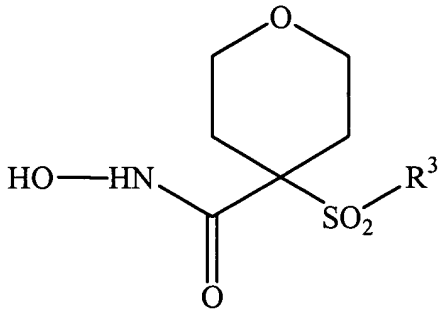
68. **(amended once)** The compound or salt according to claim 62, wherein:

W is O; and

R^{15} is C_1-C_6-alkyl, aryl, C_1-C_6-alkoxy, heteroaryl-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, or aryloxy.

69. **(amended once)** A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



; and

R^3 is 5- to 6-membered aryl or 5- to 6-membered heteroaryl group, wherein:

the aryl or heteroaryl is substituted at its own 4-position when a 6-membered ring or at its own 3- or 4-position when a 5-membered ring with a substituent selected from the group consisting of single-ringed aryl, single-ringed heteroaryl N-piperidyl, N-piperazinyl, phenoxy, thiophenoxy, 4-thiopyridyl, phenylazo, and benzamido.

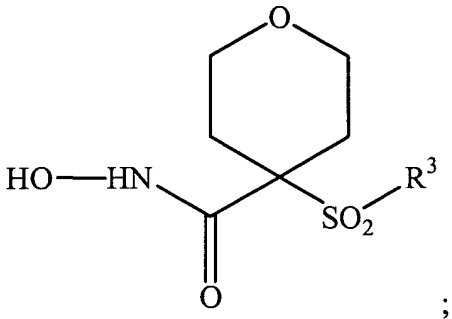
70. **(amended once)** The compound or salt according to claim 69, wherein R^3 has a length that is greater than that of an octyl group and less than that of a stearyl group.

71. **(amended once)** The compound or salt according to claim 69, wherein the salt is a pharmaceutically acceptable salt.

Please cancel claims 72-81 without prejudice to their patentability.

82. **(amended once)** A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



;

R^3 is phenyl substituted at its 4-position by R^{23};

R^{23} is selected from the group consisting of single-ringed aryl, single-ringed heteroaryl, piperidyl, piperazinyl, phenoxy, thiophenoxy, phenylazo, and benzamido.

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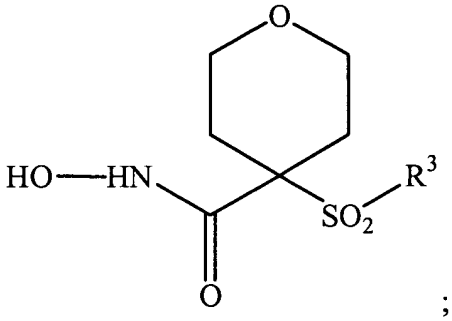
83. **(amended once)** A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



;

R^3 is phenyl substituted at its 4-position by R^{23}; and

R^{23} is selected from the group consisting of single-ringed aryl, single-ringed heteroaryl, piperidyl, piperazinyl, phenoxy, thiophenoxy, phenylazo, and benzamido, wherein any such group is:

substituted with a substituent selected from the group consisting of halogen, C_1-C_4-alkoxy, C_1-C_4-alkyl, dimethylamino, carboxyl-C_1-C_3-alkylene, C_1-C_4-alkoxy carbonyl C_1-C_3-alkylene, trifluoromethylthio, trifluoromethoxy, trifluoromethyl, and carboxamido-C_1-C_3-alkylene, or

substituted at the meta- and para-positions by a methylenedioxy group.

84. **(amended once)** The compound or salt according to claim 83, wherein the R^{23} single-ringed aryl, single-ringed heteroaryl, piperidyl, piperazinyl, phenoxy, thiophenoxy, phenylazo, or benzamido is substituted at the para-position.

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85. **(amended once)** The compound or salt according to claim 84 wherein R^{23} is phenoxy that is:

substituted with a substituent selected from the group consisting of halogen, C_1-C_4-alkoxy, C_1-C_4-alkyl, dimethylamino, carboxyl-C_1-C_3-alkylene, C_1-C_4-alkoxy carbonyl C_1-C_3-alkylene, trifluoromethylthio, trifluoromethoxy, trifluoromethyl, and carboxamido-C_1-C_3-alkylene, or

substituted at the meta- and para-positions by a methylenedioxy group.

---

87. **(amended once)** A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula V:

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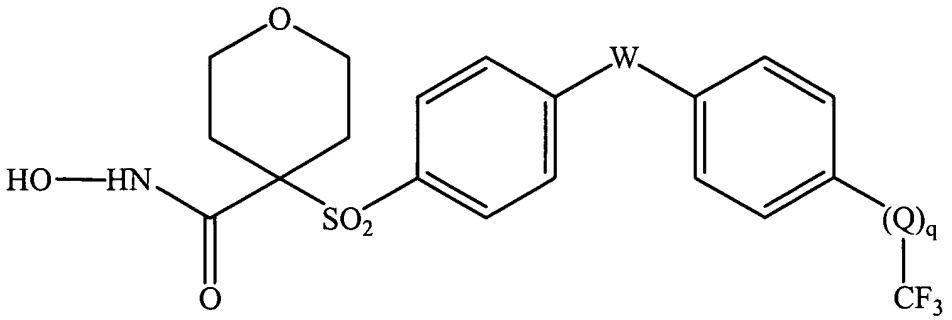

W and Q are independently oxygen (O), NR^6, or sulfur (S);

R^6 is selected from the group consisting of C_3-C_6-cycloalkyl, C_1-C_6-alkyl, C_3-C_6-alkenyl, C_3-C_6-alkynyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, amino-C_1-C_6-alkyl, aminosulfonyl, heteroaryl-C_1-C_6-alkyl, aryloxycarbonyl, and C_1-C_6-alkoxycarbonyl; and

q is zero or one such that when q is zero, Q is absent and the trifluoromethyl group is bonded directly to the depicted phenyl ring.

88. **(amended once)** The compound or salt according to claim 87, wherein q is zero.

89. **(amended once)** The compound or salt according to claim 87, wherein W is O.

90. **(amended once)** The compound or salt according to claim 89, wherein q is zero.

91. **(amended once)** The compound or salt according to claim 89, wherein q is one and Q is O.

92. **(amended once)** The compound or salt according to claim 89, wherein q is one and Q is S.

93. **(amended once)** The compound or salt according to claim 87, wherein said compound corresponds in structure to the formula:

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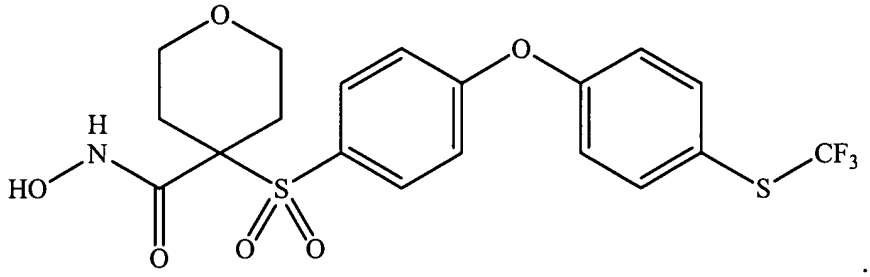
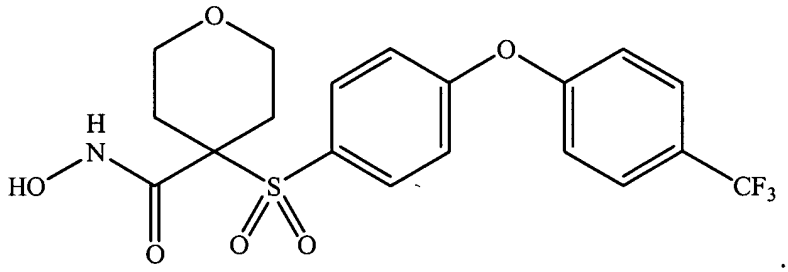


94. **(amended once)** The compound or salt according to claim 87, wherein said compound corresponds in structure to the formula:



B17

128. **(amended once)** A pharmaceutical composition, wherein the composition comprises a compound or pharmaceutically-acceptable salt according to claim 149 dissolved or dispersed in a pharmaceutically acceptable carrier.

129. **(amended once)** A pharmaceutical composition, wherein the composition comprises a compound or pharmaceutically-acceptable salt according to claim 65 dissolved or dispersed in a pharmaceutically acceptable carrier.

130. **(amended once)** A pharmaceutical composition, wherein the composition comprises a compound or pharmaceutically-acceptable salt according to claim 71 dissolved or dispersed in a pharmaceutically acceptable carrier.

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131. **(amended once)** A pharmaceutical composition, wherein the composition comprises a compound or pharmaceutically-acceptable salt according to claim 152 dissolved or dispersed in a pharmaceutically acceptable carrier.

Please add the following new claims:

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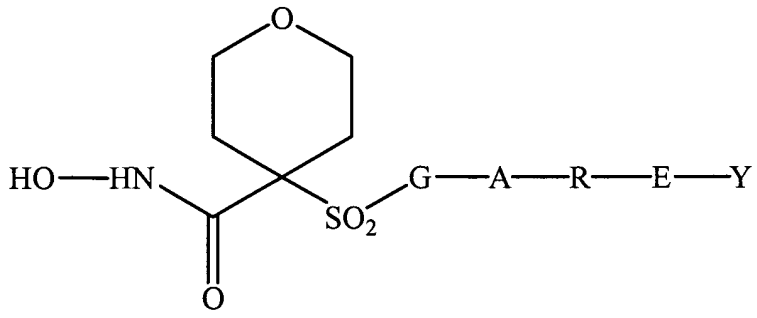
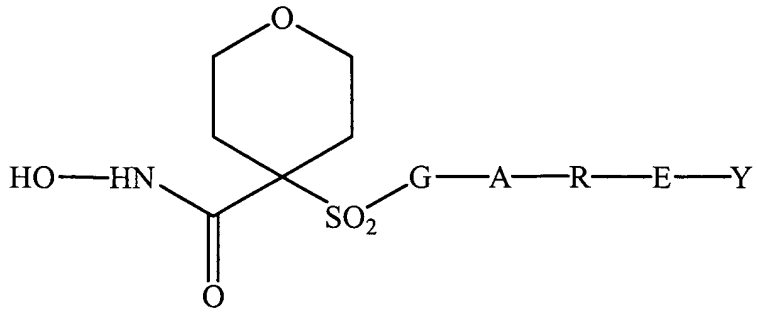
147. **(new)** The process according to claim 7, wherein the compound corresponds in structure to the formula below:



B18

148. **(new)** The compound or salt according to claim 52, wherein the compound corresponds in structure to the formula below:



149. **(new)** The compound or salt according to claim 52, wherein the salt is a pharmaceutically acceptable salt.

150. **(new)** The compound or salt according to claim 82, wherein the salt is a pharmaceutically acceptable salt.

151. **(new)** The compound or salt according to claim 83, wherein the salt is a pharmaceutically acceptable salt.

152. **(new)** The compound or salt according to claim 87, wherein the salt is a pharmaceutically acceptable salt.

153. **(new)** The compound or salt according to claim 93, wherein the salt is a pharmaceutically acceptable salt.

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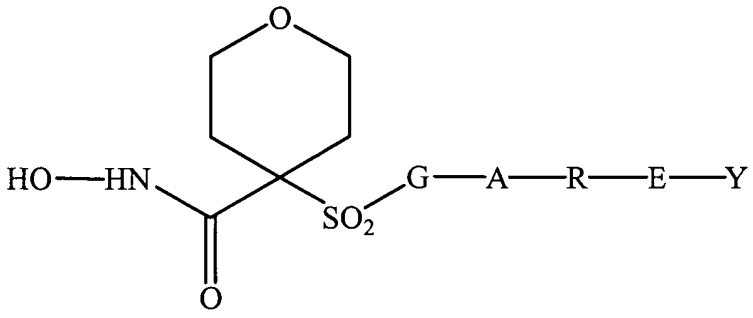
154. **(new)** A pharmaceutical composition, wherein the composition comprises a compound or pharmaceutically-acceptable salt according to claim 53 dissolved or dispersed in a pharmaceutically acceptable carrier.

155. **(new)** The compound or salt according to claim 94, wherein the salt is a pharmaceutically acceptable salt.

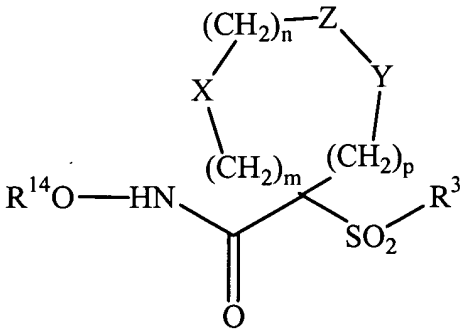
156. **(new)** A pharmaceutical composition, wherein the composition comprises a compound or pharmaceutically-acceptable salt according to claim 155 dissolved or dispersed in a pharmaceutically acceptable carrier.

157. **(new)** A process according to claim 20, wherein the compound corresponds in structure to the formula below:



158. **(new)** A compound or a salt thereof, wherein:

the compound corresponds in structure to formula III:



III

;

R^{14} is hydrido, a pharmaceutically acceptable cation, or $C(W)R^{15}$;

W is O or S;

R^{15} is selected from the group consisting of C_1-C_6-alkyl, aryl, C_1-C_6-alkoxy, heteroaryl-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, aryloxy, ar-C_1-C_6-alkoxy, ar-C_1-C_6-alkyl, heteroaryl, and amino-C_1-C_6-alkyl, wherein the amino-C_1-C_6-alkyl nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, aryl, ar-C_1-C_6-alkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, ar-C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxycarbonyl, and C_1-C_6-alkanoyl, or

two substituents such that the two substituents, together with the amino-C_1-C_6-alkyl nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring;

m is zero, 1, or 2;

n is zero, 1, or 2;

p is zero, 1, or 2;

the sum of m + n + p = 2;

one of X, Y, and Z is O, and the remaining two of X, Y, and Z are CR^8R^9 and $CR^{10}R^{11}$;

as to R^8:

R^8 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^8 and R^9, together with the carbon to which they are bonded, form a carbonyl group, or

R^8 and R^9 or R^8 and R^{10}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^9:

R^9 is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-

alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

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R^9 and R^8, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{10}:

R^{10} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{10} and R^{11}, together with the carbon to which they are bonded, form a carbonyl group, or

R^{10} and R^8 or R^{10} and R^{11}, together with the atom(s) to which they are bonded, form a 5- to 8-membered carbocyclic ring or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

as to R^{11}:

R^{11} is selected from the group consisting of hydrido, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkanoyl, aroyl, aryl, ar-C_1-C_6-alkyl, heteroaryl, heteroar-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclo-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aralkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, hydroxycarbonyl-C_1-C_6-alkyl, hydroxycarbonylar-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any of said thio substituents, a sulfone of any said thio substituents, perfluoro-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:

the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, ar-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkanoyl,

R^{11} and R^{10}, together with the carbon to which they are bonded, form a carbonyl group, a 5- to 8-membered carbocyclic ring, or a 5- to 8-membered heterocyclo or heteroaryl ring comprising one or two heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;

only one of R^8 and R^9 or R^{10} and R^{11} is hydroxy; and

R^3 is substituted aryl or substituted heteroaryl, wherein:

the substituent on the aryl or heteroaryl is selected from the group consisting of optionally substituted cycloalkyl, heterocyclo, aryl, heteroaryl, aralkyl, heteroaralkyl, aralkoxy, heteroaralkoxy, aralkoxyalkyl, aryloxyalkyl, aralkanoylalkyl, arylcarbonylalkyl, aralkylaryl, aryloxyalkylaryl, aralkoxyaryl, arylazoaryl, arylhydrazinoaryl, alkylthioaryl, arylthioalkyl, alkylthioaralkyl, aralkylthioalkyl, aralkylthioaryl, a sulfoxide of any of the thio substituents, a sulfone of any of the thio substituents, and a fused ring structure comprising at least two 5- to 6-membered rings independently selected from the group consisting of aryl, heteroaryl, cycloalkyl, and heterocyclo, wherein:

each optional substituent of any such group is independently selected from the group consisting of cyano, perfluoroalkyl, trifluoromethoxy, trifluoromethylthio, haloalkyl, trifluoromethylalkyl, aralkoxycarbonyl, aryloxycarbonyl, hydroxy, halo, alkyl, alkoxy, nitro, thiol, hydroxycarbonyl, aryloxy, arylthio, aralkyl, aryl, arylcarbonylamino, heteroaryloxy, heteroarylthio, heteroaralkyl, cycloalkyl, heterocyclooxy, heterocyclothio, heterocycloamino, cycloalkyloxy, cycloalkylthio, heteroaralkoxy, heteroaralkylthio, aralkoxy, aralkylthio, aralkylamino, heterocyclo, heteroaryl, arylazo, hydroxycarbonylalkoxy, alkoxycarbonylalkoxy, alkanoyl, arylcarbonyl, aralkanoyl, alkanoyloxy, aralkanoyloxy, hydroxyalkyl, hydroxyalkoxy, alkylthio, alkoxyalkylthio, alkoxycarbonyl, aryloxyalkoxyaryl, arylthioalkylthioaryl, aryloxyalkylthioaryl, arylthioalkoxyaryl, hydroxycarbonylalkoxy, hydroxycarbonylalkylthio, alkoxycarbonylalkoxy, alkoxycarbonylalkylthio, amino, carbonylamino, and aminoalkyl, wherein:

the amino nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of alkyl, aryl, heteroaryl, aralkyl, cycloalkyl, aralkoxycarbonyl, alkoxycarbonyl, arylcarbonyl, aralkanoyl, heteroarylcarbonyl, heteroaralkanoyl, and alkanoyl, or

two substituents such that the two substituents, together with the amino nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring that optionally:

comprises up to two additional heteroatoms independently selected from the group consisting of nitrogen, oxygen and sulfur, and

is substituted with up to two substituents independently selected from the group consisting of aryl, alkyl, heteroaryl, aralkyl, heteroaralkyl, hydroxy, alkoxy, alkanoyl, cycloalkyl, heterocyclo, alkoxycarbonyl, hydroxyalkyl, trifluoromethyl, benzofused heterocyclo, hydroxyalkoxyalkyl, aralkoxycarbonyl, hydroxycarbonyl, aryloxycarbonyl, benzofused heterocycloalkoxy, benzofused cycloalkylcarbonyl, heterocyclo-alkylcarbonyl, and cycloalkylcarbonyl,

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the carbonylamino nitrogen optionally is:

the reacted amine of an amino acid,

substituted with up to two substituents independently selected from the group consisting of alkyl, hydroxyalkyl, hydroxyheteroaralkyl, cycloalkyl, aralkyl, trifluoromethylalkyl, heterocyclo, benzofused heterocyclo, benzofused cycloalkyl, and N,N-dialkylsubstituted alkylamino-alkyl, or

substituted with two substituents such that the two substituents, together with the carbonylamino nitrogen, form a 5- to 8-membered heterocyclo, heteroaryl, or benzofused heterocyclo, wherein:

the heterocyclo, heteroaryl, or benzofused heterocyclo optionally is substituted with up to two substituents independently selected from the group consisting of alkyl, alkoxycarbonyl, nitro, heterocyclo, hydroxy, hydroxycarbonyl, aryl, aralkyl, heteroaralkyl, and

amino, wherein the amino nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of alkyl, aryl, and heteroaryl, or

two substituents such that the two substituents, together with the amino nitrogen, form a 5- to 8-membered heterocyclo or heteroaryl ring;

the aminoalkyl nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of alkyl, aryl, aralkyl, cycloalkyl, aralkoxycarbonyl, alkoxycarbonyl, and alkanoyl, or

two substituents such that the two substituents, together with the aminoalkyl nitrogen, form a 5- to 8 membered heterocyclo or heteroaryl ring.

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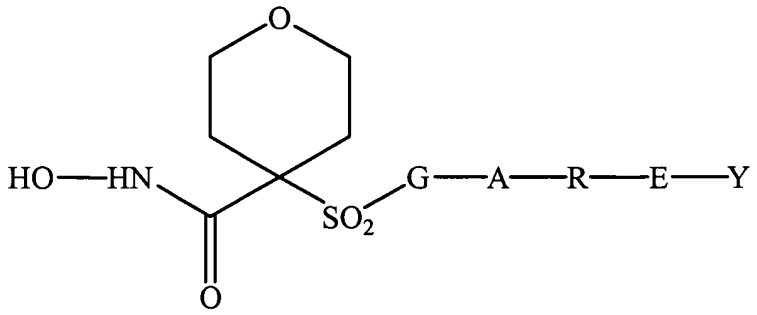
159. **(new)** A compound or salt according to claim 158, wherein the compound corresponds in structure to the formula below:



160. **(new)** The compound or salt according to claim 158, wherein the salt is a pharmaceutically acceptable salt.

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161. **(new)** A pharmaceutical composition, wherein the composition comprises a compound or pharmaceutically acceptable salt according to claim 160 dissolved or dispersed in a pharmaceutically acceptable carrier.